

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

JOINT STIPULATION AND AGREED ORDER DISALLOWING
AND EXPUNGING CLAIM NUMBER 11881 (BOARD OF EDUCATION
OF THE SOUTH-WESTERN CITY SCHOOL DISTRICT)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and the Board of Education of the South-Western City School District ("Claimant") respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Claim Number 11881 (Board Of Education Of The South-Western City School District) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS the Claimant filed proof of claim number 11881 against Delphi Automotive Systems LLC ("DAS LLC") on July 28, 2006, which asserts an unsecured non-priority claim in the amount of \$164,519.24 (the "Claim") stemming from alleged real estate taxes owed by DAS LLC.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Seventh Omnibus Objection (Substantive) Pursuant To 11 U.S.C. 502(b) and Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, And (c) Untimely Claims (Docket No. 6585) (the "Seventh Omnibus Claims Objection"), which was filed on January 12, 2007.

WHEREAS on February 6, 2007 the Claimant filed South-Western City School District Board Of Education's Response To Debtors' Seventh Omnibus Objection (Substantive) Pursuant To 11 U.S.C. 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, And (c)

Untimely Claims (Docket No. 6883) (the "Response").

WHEREAS the Claimant agrees that the real estate taxes forming the basis of the Claim are paid to the treasurer of Franklin County, Ohio, not to the Claimant.

THEREFORE, the Debtors and the Claimant stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.
2. The Claimant shall withdraw its Response to the Seventh Omnibus

Objection.

So Ordered in New York, New York, this 13th day of April, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ Brandy Mass

Jeffrey A. Rich
Brandy Maas
Rich, Crites & Dittmer, LLC
300 East Broad Street, Suite 300
Columbus, Ohio 43215
(614) 228-5822

Attorneys for the Board of Education for the
South-Western City School District

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession